

**Federal Communications Commission
Washington, D.C. 20554**

November 24, 1998

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

G.R. Evans
Vice President, Federal Regulatory Affairs
Bell Atlantic Corporation
1300 I Street NW, Suite 400W
Washington, DC 20005

Alan Ciamporcero
Vice President, Regulatory Affairs
GTE Service Corporation
1850 M Street, NW, Suite 1200
Washington, DC 20036

Re: CC Docket No. 98-184
Request for Documentary Material

Dear Mr. Evans and Mr. Ciamporcero:

During recent presentations to the Commission by Bell Atlantic and GTE regarding their proposed merger, the Common Carrier Bureau staff requested supplemental information regarding the merger between Bell Atlantic and GTE. We have summarized those requests below. In addition, as a result of staff review of documents filed by your firms with the Department of Justice, we have included additional document requests in this letter. These document requests are intended to assist in our consideration of your application for Commission approval of the proposed transfer of control to Bell Atlantic of licenses and authorizations controlled or requested by GTE or its affiliates or subsidiaries. These requests extend to Bell Atlantic, GTE, and each firm's respective affiliates or subsidiaries, and cover all forms of documentation, including all electronic versions and any copies with notations or interlineations. Please respond to the following requests for documents pertaining to this proposed merger.

Bell Atlantic - Local Services

As requested during the November 3, 1998 Bell Atlantic presentation, provide the following documents relating to Bell Atlantic's business plans or considerations concerning the provision of local exchange or exchange access services:

- a) All documents relating to any Bell Atlantic pre-merger plans and considerations after January 1, 1996, to provide local exchange or exchange

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access services in any area outside of its in-region states as that term is defined in the Telecommunications Act of 1996, and Bell Atlantic's decision to withdraw from implementation of any such plans and considerations. Please include any plans or considerations to provide out-of-region service to large business customers with offices located in-region;

b) All documents relating to discussions with Cox Communications regarding the offering of services to the administrative offices of Virginia Beach, including documents relating to Cox Communication's offer and Bell Atlantic's response;

c) All documents relating to requests for proposals, or other informal requests, by the Metropolitan Washington Airports Authority for service to Dulles Airport and Bell Atlantic's response. Please include documents that describe the services that Bell Atlantic is contracted to provide for the Metropolitan Washington Airports Authority;

d) All documents relating to the negotiation and, if applicable, execution of interconnection agreements, as defined in Section 252 of the Communications Act, as amended, between Bell Atlantic and GTE for any Bell Atlantic state and the District of Columbia; and

e) All documents relating to proposals considered by Bell Atlantic to provide out-of-region local exchange or exchange access service, including a request for proposals from the State of Pennsylvania in 1998 that was referenced in the November 3, 1998 Bell Atlantic presentation.

GTE - Local Services

As requested during the November 6, 1998 GTE presentation, provide the following documents relating to GTE's plans or considerations concerning the provision of local exchange or exchange access services:

a) All documents identifying or describing GTE's facilities in all Bell Atlantic states and the District of Columbia, including the location and parameters of GTE's fiber routes and the exact locations in which GTE provides local exchange service and/or wireless service;

b) All market analyses commissioned by GTE, including, but not limited to, (i) studies of consumer focus groups relating to consumer purchasing patterns and preferences for bundled communications services, and (ii) industry forecasts prepared by or with assistance from economists at the University of Chicago relating to consolidation activities and/or to the growth of new products (including data services) in communications industries;

- c) All documents relating to the 1997 request for proposals from IBM as described in the November 6, 1998 GTE presentation, and GTE's response;
- d) All documents relating to GTE's internal strategic opportunities assessment (SORT Review) which were referenced in the November 6, 1998 GTE presentation;
- e) All documents relating to GTE's Virginia CLEC certification process, including documents related to GTE's decision to withdraw its application;
- f) All documents relating to the negotiation and, if applicable, execution of interconnection agreements, as defined in Section 252 of the Communications Act as amended, between Bell Atlantic and GTE for any Bell Atlantic state and the District of Columbia;
- g) All documents relating to GTE's efforts, plans or considerations to provide communications services outside of GTE's present territory to large business customers with offices located inside GTE's present territory. Please include documents relating to both GTE's actual provision of service and GTE's decision to withdraw from any such plans or considerations to provide service; and
- h) All documents relating to the conversion or adaptation of existing wireless switches and facilities to provide wireline service.

Bell Atlantic & GTE - Internet Services

As requested during the November 9, 1998 joint Bell Atlantic and GTE presentation, provide the following documents relating to Bell Atlantic's and GTE's respective Internet services and facilities, and plans and considerations for new services and facilities expansion:

- a) All documents relating to GTE's assessment of the customer density (business and residential) needed to justify installation or expansion of service or installation or expansion of facilities, including the placement of additional Internet points of presence ("POPs") on GTE's fiber network;
- b) All documents identifying current and future Internet POPs along the GTE network, including, but not limited to, POP locations that GTE was considering to add before the announcement of the proposed merger with Bell Atlantic and POP locations that GTE believes will be made feasible by the proposed merger. Please include estimated costs for installing each Internet point of presence;
- c) All documents relating to planned new services for residential and business customers, particularly GTE's plans to deploy CyberID and Unified Messaging

services;

d) All documents relating to the existing resale relationship between GTE and WorldCom and documents relating to any considerations to migrate traffic to GTE's network; and

f) All documents relating to both firms' pre-merger IP telephony plans, and post-merger IP telephony plans.

Bell Atlantic & GTE - Long Distance Services

As requested during the November 12, 1998 joint Bell Atlantic and GTE presentation, provide the following documents relating to Bell Atlantic's and GTE's respective long distance services and facilities, and plans and considerations for new services and facilities expansion:

a) All documents relating to Bell Atlantic's and GTE's respective pre-merger out-of-region long distance plans, including, but not limited to, each firm's existing and planned switch locations and marketing plans;

b) All documents relating to any plans by either firm to use long distance service provision as a springboard for providing local service and why and when those plans changed;

c) All documents regarding GTE's long distance service provision penetration into Bell Atlantic's region, by state and the District of Columbia, for both residential and business customers. Please include August 7, 1998 letter to the DOJ, as referenced in the November 12, 1998 meeting, and subsequent related filings;

d) All documents identifying current and future long distance POPs along the GTE network, including, but not limited to, POP locations that GTE was considering to add before the announcement of the proposed merger with Bell Atlantic and POP locations that GTE believes will be made feasible by the proposed merger. Please include estimated costs for installing each long distance point of presence;

e) All documents relating to Bell Atlantic's request for proposals to provide internal long distance traffic services, and GTE's subsequent extrapolations therefrom to estimate Bell Atlantic's future long distance traffic; and

f) All documents relating to Bell Atlantic's out-of-region long distance trials. Please include documents relating to plans, assessments of results, and decisions resulting from such assessments.

Submissions with DOJ:

In addition to the above documents, please submit the following documents that were submitted by the parties to the Department of Justice:

A. Bell Atlantic Documents

- 1) Submission from Tim Rooney to DOJ, dated August 26, 1998, with attachments relating to Bell Atlantic's out-of-region local exchange, long distance, and Internet services, including the documents entitled "1999 Bell Atlantic Long Distance Strategic Plan" dated July 1, 1998; "Bell Atlantic Business Unit Strategy -- Consumer and Business Markets" dated January 28, 1997; and "Bell Atlantic-Long Distance 1998 High-Level Corporate Strategic Plan -- Consumer and Business Markets" dated September 26, 1997.
- 2) Documents prepared for Bell Atlantic Board of Directors meeting: document discussing GTE merger, dated July 26, 1998; and document discussing other potential merger partners, dated June 23, 1998.
- 3) Presentation by Merger Consulting regarding Bell Atlantic's need for a national presence, dated July 25, 1998, labelled AH4(c)(12).
- 4) Document analyzing GTE's xDSL offering, dated July 20, 1998, labelled 4(c)(47).
- 5) Document titled *IP Telephony: A Market Entry Strategy*, dated August 26, 1998, labelled BA 000100000041.
- 6) Document titled *GTE's Data Initiative*, dated May 7, 1997, labelled BA000100000073.

B. GTE Documents

- 1) CLEC Business Plan, dated April 10, 1997, labelled OOF 301-419.
- 2) Document titled *California Market Expansion Strategy*, dated November 1997, labelled OOF-01309.
- 3) Document titled *GTE Communications 1998-2002 Strategic Plan*, dated December 2, 1997, labelled OOF-01485.
- 4) Document titled *National Council Review*, by Butch Bercher, dated June 23, 1998, labelled OOF-02933.

- 5) CLEC Strategy Review, dated February 12, 1998, labelled OOF 1919 to 1949.
- 6) Board of Directors Presentation, dated June 4, 1998, labelled OOF 2693.
- 7) Document titled *State Roll-Out Plan (1999)* for small business, dated July 6, 1998, labelled OOF-3039.
- 8) GTECC Strategic Plan Presentation to Board of Directors, dated March 6, 1998, labelled OOF-03103.
- 9) GTE Business Plan, labelled OOF-03130.
- 10) Letter dated September 11, 1998 to Hillary Burchek, DOJ, including an attachment titled *Strategic Plan Presentation to C.F. Butch Bercher*, dated August 1998, labelled OOF3288-3305.
- 11) Document titled *Fax Over IP*, dated November 17, 1997, labelled GTE153505.
- 12) GTE Strategic Accounts Business Plan, dated November 1997.
- 13) Document describing GTE's entry into Norfolk, Virginia, dated March 28, 1996.
- 14) CLEC Business Plan, dated April 10, 1997.
- 15) Document describing GTE certifications, dated January, 1998.
- 16) Documents describing GTE's long distance marketing plans, labelled LD 00001-00040, and GTE's long distance network plans, labelled LD 00041-00178.

Any documentary material requested that contains material deemed proprietary or confidential should be filed with the Commission pursuant to the protective order adopted in this proceeding on November 19, 1998. Please note that the process for filing documents containing proprietary or confidential documents will be as follows:

A party filing a confidential document must deliver in person one copy of the confidential document to To-Quyen Truong or Michael Kende at 1919 M. Street, Room 544. In addition, the party must file with the Secretary's Office one copy of the entire confidential document and two copies of the confidential document in redacted form, each with an accompanying cover letter. The confidential document and accompanying cover letter should be stamped "Confidential -- Not for Public Inspection." The two copies of the redacted

document and their accompanying cover letters should be stamped "Redacted -- For Public Inspection." The cover letters accompanying both sets of documents should state that the party is filing a confidential document and its redacted version. Other than having different stamps (i.e., "Confidential -- Not for Public Inspection" or "Redacted -- For Public Inspection"), the cover letter should be the same for the confidential and the redacted copies. The documents to be filed with the Secretary's Office should be delivered in person at 455 12th Street, S.W., Room TW-B204 to: (i) Magalie Roman Salas, Secretary; or in her absence (ii) William F. Caton, Deputy Secretary; or in his absence (iii) Ruth A. Dancey, Assistant Secretary.

In order to expedite the Commission review of the proposed merger, we prefer that you file these documents as they are identified, rather than waiting for all to be prepared for submission. If you have any questions regarding these requests, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, reading "Carol E. Matthey". The signature is fluid and cursive, with the first name "Carol" and last name "Matthey" clearly legible.

Carol E. Matthey
Chief, Policy and Program Planning Division
Common Carrier Bureau